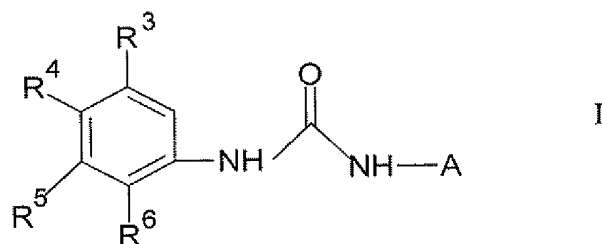


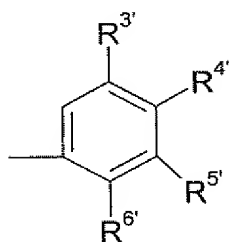
Listing of Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

1. (Previously Presented) A compound of formula I:



wherein A is



R^3 , R^4 , R^5 and R^6 are each, independently, H, halogen, NO_2 ,

C_{1-10} - alkyl, optionally substituted by halogen up to perhaloalkyl,

C_{1-10} -alkoxy, optionally substituted by halogen up to perhaloalkoxy,

C_{1-10} - alkanoyl, optionally substituted by halogen up to perhaloalkanoyl,

C_{6-12} aryl, optionally substituted by C_{1-10} alkyl or C_{1-10} alkoxy, or

C₅₋₁₂ hetaryl, optionally substituted by C₁₋₁₀ alkyl or C₁₋₁₀ alkoxy,

and either

one of R³, R⁴, and R⁵ is -M-L¹; or

two adjacent of R³, R⁴, R⁵ and R⁶ together are an aryl or hetaryl ring with 5-12 atoms, optionally substituted by C₁₋₁₀-alkyl, halo-substituted C₁₋₁₀-alkyl up to perhaloalkyl, C₁₋₁₀-alkoxy, halo-substituted C₁₋₁₀-alkoxy up to perhaloalkoxy, C₃₋₁₀-cycloalkyl, C₂₋₁₀-alkenyl, C₁₋₁₀-alkanoyl, C₆₋₁₂-aryl, C₅₋₁₂-hetaryl; C₆₋₁₂-aralkyl, C₆₋₁₂-alkaryl, halogen; NR¹R¹; -NO₂; -CF₃; -COOR¹; -NHCOR¹; -CN; -CONR¹R¹; -SO₂R²; -SOR²; -SR²;

in which

R¹ is H or C₁₋₁₀-alkyl, optionally substituted by halogen up to perhaloalkyl and

R² is C₁₋₁₀-alkyl, optionally substituted by halogen, up to perhaloalkyl,

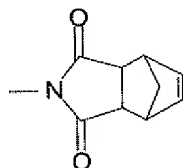
R^{3'}, R^{4'}, R^{5'} and R^{6'} are independently H, halogen,

C₁ - C₁₀ alkyl, optionally substituted by halogen up to perhaloalkyl,

C₁ - C₁₀ alkoxy optionally substituted by halogen up to perhaloalkoxy or two adjacent of R^{3'}, R^{4'}, R^{5'} and R^{6'}, together with the base phenyl, form a naphthyl group, optionally substituted by halogen up to perhalo, C₁₋₁₀ alkyl, C₁₋₁₀ alkoxy, C₃₋₁₀ cycloalkyl, C₂₋₁₀ alkenyl, C₁₋₁₀ alkanoyl, C₆₋₁₂ aryl, C₅₋₁₂ hetaryl or C₆₋₁₂ aralkyl;

M is -CH₂-, -S-, -N(CH₃)-, -NHC(O)- -CH₂-S-, -S-CH₂-, -C(O)-, or -O-; and

L¹ is phenyl, substituted by C₁₋₁₀-alkoxy, OH, -SCH₃, or by



pyridyl, optionally substituted by C₁₋₁₀-alkyl, C₁₋₁₀-alkoxy, halogen, OH, -SCH₃, or NO₂,
naphthyl, optionally substituted by C₁₋₁₀-alkyl, C₁₋₁₀-alkoxy, halogen, OH, -SCH₃ or NO₂,
pyridone, optionally substituted by C₁₋₁₀-alkyl, C₁₋₁₀-alkoxy, halogen, OH, -SCH₃ or NO₂,
pyrazine, optionally substituted by C₁₋₁₀-alkyl, C₁₋₁₀-alkoxy, halogen, OH, -SCH₃ or NO₂,
pyrimidine, optionally substituted by C₁₋₁₀-alkyl, C₁₋₁₀-alkoxy, halogen, OH, -SCH₃ or NO₂,
benzodioxane, optionally substituted by C₁₋₁₀-alkyl, C₁₋₁₀-alkoxy, halogen, OH, -SCH₃ or NO₂,
benzopyridine, optionally substituted by C₁₋₁₀-alkyl, one C₁₋₁₀-alkoxy, halogen, -OH, -SCH₃ or NO₂,
or
benzothiazole, optionally substituted by, C₁₋₁₀ alkyl C₁₋₁₀ alkoxy, halogen, OH, -SCH₃ or NO₂, and
wherein the compound of formula I has a pK_a greater than 10,
or a pharmaceutically acceptable salt thereof.

2. (Cancelled)

3. (Previously Presented) A compound according to claim 1, wherein

R³ is H, halogen or C₁₋₁₀-alkyl, optionally substituted by halogen, up to perhaloalkyl;

R⁴ is H, halogen or NO₂;

R^5 is H, halogen or C_{1-10} -alkyl;

R^6 is H, C_{1-10} -alkoxy, thiophene, pyrrole or methyl substituted pyrrole,

$R^{3'}$ is H, halogen, C_{4-10} -alkyl, or CF_3 and

$R^{6'}$ is H, halogen, CH_3 , CF_3 or $-OCH_3$.

4. **(Previously Presented)** A compound according to claim 1, wherein

$R^{3'}$ is C_{4-10} -alkyl, Cl, F or CF_3 ;

$R^{4'}$ is H, Cl or F ;

$R^{5'}$ is H, Cl, F or C_{4-10} -alkyl; and

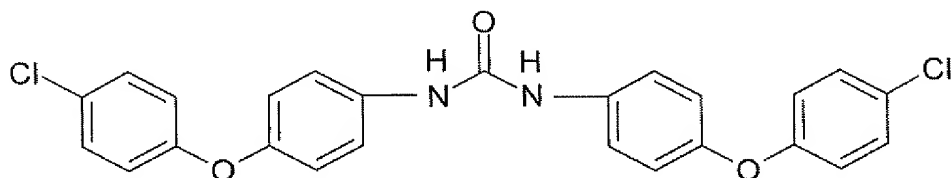
$R^{6'}$ is H or OCH_3 .

5. **(Previously Presented)** A compound according to claim 4, wherein $R^{3'}$ or $R^{5'}$ is t-butyl.

6. **(Previously Presented)** A compound according to claim 1, wherein M is $-CH_2-$, $-N(CH_3)-$ or $-NHC(O)-$.

7. **(Previously Presented)** A compound according to claim 6, wherein L^1 is phenyl or pyridyl.
8. **(Previously Presented)** A compound according to claim 1, wherein M is -O-.
9. **(Previously Presented)** A compound according to claim 8, wherein L^1 is phenyl, pyridyl, pyridone or benzothiazole.
10. **(Previously Presented)** A compound according to claim 1, wherein M is -S-.
11. **(Previously Presented)** A compound according to claim 10, wherein L^1 is phenyl or pyridyl.

12. **(Previously Presented)** A compound of the formula

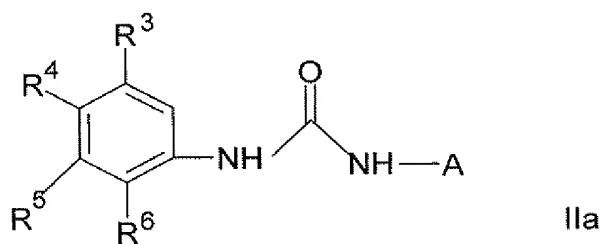


13. **(Original)** A pharmaceutical composition comprising a compound of claim 1, and a physiologically acceptable carrier.

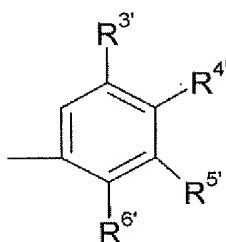
14. **(Original)** A pharmaceutical composition comprising a compound of claim 12, and a physiologically acceptable carrier.

15. **(Cancelled)**

16. **(Previously Presented)** A method for the treatment of a cancerous cell growth mediated by raf kinase, comprising administering a compound of formula IIa:



wherein A is



R^3 , R^4 , R^5 and R^6 are each independently H, halogen, NO_2 ,

C_{1-10} -alkyl, optionally substituted by halogen up to perhaloalkyl,

C_{1-10} -alkoxy, optionally substituted by halogen up to perhaloalkoxy,

C_{1-10} -alkanoyl, optionally substituted by halogen up to perhaloalkanoyl,

C_{6-12} aryl, optionally substituted by C_{1-10} alkyl or C_{1-10} alkoxy, or

C_{5-12} hetaryl, optionally substituted by C_{1-10} alkyl or C_{1-10} alkoxy,

and either

one of R^3 , R^4 , R^5 and R^6 is $-\text{M}-\text{L}^1$; or

two adjacent of R^3 , R^4 , R^5 and R^6 together are an aryl or hetaryl ring with 5-12 atoms, optionally substituted by C_{1-10} -alkyl, halo-substituted C_{1-10} -alkyl up to perhaloalkyl, C_{1-10} -alkoxy, halo-substituted C_{1-10} -alkoxy up to perhaloalkoxy, C_{3-10} -cycloalkyl, C_{2-10} -alkenyl, C_{1-10} -alkanoyl; C_{6-12} -aryl, C_{5-12} -hetaryl, C_{6-12} -alkaryl, halogen; $-NR^1R^1$; $-NO_2$; $-CF_3$; $-COOR^1$; $-NHCOR^1$; $-CN$; $-CONR^1R^1$; $-SO_2R^2$; $-SOR^2$; $-SR^2$;

in which

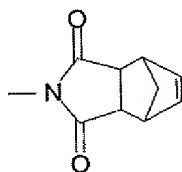
R^1 is H or C_{1-10} -alkyl, optionally substituted by halogen, up to perhalo and

R^2 is C_{1-10} -alkyl, optionally substituted by halogen,

R^3 , R^4 , R^5 and R^6 are independently H, halogen, $C_1 - C_{10}$ alkyl, optionally substituted by halogen up to perhaloalkyl, $C_1 - C_{10}$ alkoxy optionally substituted by halogen up to perhaloalkoxy or two adjacent of R^3 , R^4 , R^5 and R^6 , together with the base phenyl, form a naphthyl group optionally substituted by halogen up to perhalo, C_{1-10} alkyl, C_{1-10} alkoxy, C_{3-10} cycloalkyl, C_{2-10} alkenyl, C_{1-10} alkanoyl, C_{6-12} aryl, C_{5-12} hetaryl or C_{6-12} aralkyl, halogen up to perhalo;

M is $-CH_2-$, $-S-$, $-N(CH_3)-$, $-NHC(O)-$, $-CH_2-S-$, $-S-CH_2-$, $-C(O)-$, or $-O-$; and

L^1 is phenyl, pyridyl, naphthyl, pyridone, pyrazine, pyrimidine, benzodioxane, benzopyridine or benzothiazole, each optionally substituted by C_{1-10} -alkyl, C_{1-10} -alkoxy, halogen, OH, $-SCH_3$, NO_2 or, where Y is phenyl, by



or a pharmaceutically acceptable salt thereof.

17. (Previously Presented) A method according to claim 16, wherein

R^3 is halogen or C_{1-10} -alkyl, optionally substituted by halogen, up to perhaloalkyl;

R^4 is H, halogen or NO_2 ;

R^5 is H, halogen or C_{1-10} -alkyl;

R^6 is H, C_{1-10} -alkoxy, thiophene, pyrole or methylsubstituted pyrole

$R^{3'}$ is H, halogen, C_{4-10} -alkyl, or CF_3 and

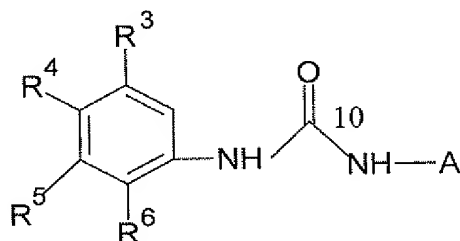
$R^{6'}$ is H, halogen, CH_3 , CF_3 or OCH_3 .

18. (Previously Presented) A method according to claim 16, wherein M is $-CH_2-$, $-S-$, $-N(CH_3)-$ or $-NHC(O)-$ and L^1 is phenyl or pyridyl.

19. (Previously Presented) A method according to claim 16, wherein M is $-O-$ and L^1 is phenyl, pyridone, pyrimidine, pyridyl or benzothiazole.

20. (Cancelled)

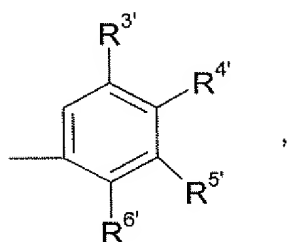
21. (Previously Presented) A compound of formula I:



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I

wherein A is



wherein

R³ is H, halogen or C₁₋₁₀- alkyl, optionally substituted by halogen, up to perhaloalkyl;

R⁴ is H, halogen or NO₂;

R⁵ is H, halogen or C₁₋₁₀- alkyl;

R⁶ is H, C₁₋₁₀- alkoxy, thiophene, pyrole or methyl substituted pyrole,

R^{3'} is H, Cl, F, C₄₋₁₀-alkyl, or CF₃ and

R^{4'} is H, Cl or F ;

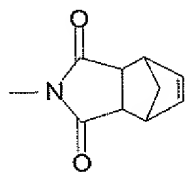
R^{5'} is H, Cl, F or C₄₋₁₀-alkyl; and

R^{6'} is H, halogen, CH₃, CF₃ or -OCH₃.

and one of R^3 , R^4 , and R^5 is $-M-L^1$; wherein

M is $-\text{CH}_2-$, $-\text{S}-$, $-\text{N}(\text{CH}_3)-$, $-\text{NHC}(\text{O})-$, $-\text{CH}_2\text{S}-$, $-\text{S}-\text{CH}_2-$, $-\text{C}(\text{O})-$, or $-\text{O}-$; and

L^1 is phenyl, substituted by C_{1-10} -alkoxy, OH, $-\text{SCH}_3$, or by



pyridyl, optionally substituted by C_{1-10} -alkyl, C_{1-10} -alkoxy, halogen, OH, $-\text{SCH}_3$, or NO_2 ,

naphthyl, optionally substituted by C_{1-10} -alkyl, C_{1-10} -alkoxy, halogen, OH, $-\text{SCH}_3$ or NO_2 ,

pyridone, optionally substituted by C_{1-10} -alkyl, C_{1-10} -alkoxy, halogen, OH, $-\text{SCH}_3$ or NO_2 ,

pyrazine, optionally substituted by C_{1-10} -alkyl, C_{1-10} -alkoxy, halogen, OH, $-\text{SCH}_3$ or NO_2 ,

pyrimidine, optionally substituted by C_{1-10} -alkyl, C_{1-10} -alkoxy, halogen, OH, $-\text{SCH}_3$ or NO_2 ,

benzodioxane, optionally substituted by C_{1-10} -alkyl, C_{1-10} -alkoxy, halogen, OH, $-\text{SCH}_3$ or NO_2 ,

benzopyridine, optionally substituted by C_{1-10} -alkyl, one C_{1-10} -alkoxy, halogen, $-\text{SCH}_3$ or NO_2 ,

or

benzothiazole, optionally substituted by, C_{1-10} alkyl C_{1-10} alkoxy, halogen, $-\text{SCH}_3$ or NO_2 , and
wherein the compound of formula I has a pK_a greater than 10,

or a pharmaceutically acceptable salt thereof.

22. (Previously Presented) A compound according to claim 21, wherein $R^{3'}$ or $R^{5'}$ is t-butyl.

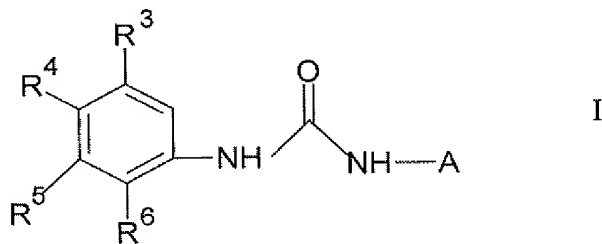
23. (Previously Presented) A compound according to claim 21, wherein M is $-\text{CH}_2-$, $-\text{N}(\text{CH}_3)-$ or $-\text{NHC}(\text{O})-$.

24. (Previously Presented) A compound according to claim 21, wherein L^1 is phenyl or pyridyl.

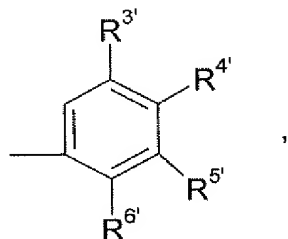
25. (Previously Presented) A compound according to claim 21, wherein M is $-\text{S}-$.

26. (Previously Presented) A compound according to claim 25, wherein L^1 is phenyl or pyridyl.

27. (Previously Presented) A compound of formula I:



wherein A is



R³, R⁴, R⁵ and R⁶ are each, independently, H, halogen, NO₂,
C₁₋₁₀- alkyl, optionally substituted by halogen up to perhaloalkyl,
C₁₋₁₀-alkoxy, optionally substituted by halogen up to perhaloalkoxy,
C₁₋₁₀- alkanoyl, optionally substituted by halogen up to perhaloalkanoyl,
C₆₋₁₂ aryl, optionally substituted by C₁₋₁₀ alkyl or C₁₋₁₀ alkoxy, or
C₅₋₁₂ hetaryl, optionally substituted by C₁₋₁₀ alkyl or C₁₋₁₀ alkoxy,
and either

one of R³, R⁴, and R⁵ is -M-L¹; or

two adjacent of R³, R⁴, R⁵ and R⁶ together are an aryl or hetaryl ring with 5-12 atoms,
optionally substituted by C₁₋₁₀-alkyl, halo-substituted C₁₋₁₀-alkyl up to perhaloalkyl, C₁₋₁₀-alkoxy,
halo-substituted C₁₋₁₀-alkoxy up to perhaloalkoxy, C₃₋₁₀-cycloalkyl, C₂₋₁₀-alkenyl, C₁₋₁₀-alkanoyl, C₆-

$_{12}$ -aryl, C_{5-12} -hetaryl; C_{6-12} -aralkyl, C_{6-12} -alkaryl, halogen; NR^1R^1 ; $-NO_2$; $-CF_3$; $-COOR^1$; $-NHCOR^1$; $-CN$; $-CONR^1R^1$; $-SO_2R^2$; $-SOR^2$; $-SR^2$;

in which

R^1 is H or C_{1-10} -alkyl, optionally substituted by halogen up to perhaloalkyl and R^2 is C_{1-10} -alkyl, optionally substituted by halogen, up to perhaloalkyl,

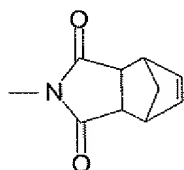
$R^{3'}$, $R^{4'}$, $R^{5'}$ and $R^{6'}$ are independently H, halogen,

$C_1 - C_{10}$ alkyl, optionally substituted by halogen up to perhaloalkyl,

$C_1 - C_{10}$ alkoxy optionally substituted by halogen up to perhaloalkoxy or two adjacent of $R^{3'}$, $R^{4'}$, $R^{5'}$ and $R^{6'}$, together with the base phenyl, form a naphthyl group, optionally substituted by halogen up to perhalo, C_{1-10} alkyl, C_{1-10} alkoxy, C_{3-10} cycloalkyl, C_{2-10} alkenyl, C_{1-10} alkanoyl, C_{6-12} aryl, C_{5-12} hetaryl or C_{6-12} aralkyl;

M is $-CH_2-$, $-S-$, $-N(CH_3)-$, $-NHC(O)-$, $-CH_2-S-$, $-S-CH_2-$, $-C(O)-$, or $-O-$; and

L^1 is phenyl, substituted by C_{1-10} -alkoxy, OH, $-SCH_3$, or by



pyridyl, optionally substituted by C_{1-10} -alkyl, C_{1-10} -alkoxy, halogen, OH, $-SCH_3$, or NO_2 ,

naphthyl, optionally substituted by C_{1-10} -alkyl, C_{1-10} -alkoxy, halogen, OH, $-SCH_3$ or NO_2 ,

pyridone, optionally substituted by C_{1-10} -alkyl, C_{1-10} -alkoxy, halogen, OH, $-SCH_3$ or NO_2 ,

pyrazine, optionally substituted by C_{1-10} -alkyl, C_{1-10} -alkoxy, halogen, OH, $-SCH_3$ or NO_2 ,

pyrimidine, optionally substituted by C₁₋₁₀-alkyl, C₁₋₁₀-alkoxy, halogen, OH, -SCH₃ or NO₂,

benzodioxane, optionally substituted by C₁₋₁₀-alkyl, C₁₋₁₀-alkoxy, halogen, OH, -SCH₃ or NO₂,

benzopyridine, optionally substituted by C₁₋₁₀-alkyl, one C₁₋₁₀-alkoxy, halogen, OH, -SCH₃ or NO₂,

or

benzothiazole, optionally substituted by, C₁₋₁₀ alkyl C₁₋₁₀ alkoxy, halogen, OH, -SCH₃ or NO₂, or a pharmaceutically acceptable salt thereof.

28. (Previously Presented) A method according to claim 16, wherein lung carcinoma is treated.

29. (Previously Presented) A method according to claim 16, wherein pancreas carcinoma is treated.

30. (Previously Presented) A method according to claim 16, wherein thyroid carcinoma is treated.

31. (Previously Presented) A method according to claim 16, wherein bladder carcinoma is treated.

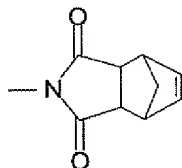
32. (Previously Presented) A method according to claim 16, wherein colon carcinoma is

treated.

33. (Previously Presented) A method according to claim 16, wherein myeloid leukemia is treated.

34. (Previously Presented) A compound according to claim 27, wherein

L^1 is phenyl, substituted by C_{1-10} -alkoxy, $-SCH_3$, or by



pyridyl, optionally substituted by C_{1-10} -alkyl, C_{1-10} -alkoxy, halogen, $-SCH_3$, or NO_2 ,

naphthyl, optionally substituted by C_{1-10} -alkyl, C_{1-10} -alkoxy, halogen, $-SCH_3$ or NO_2 ,

pyridone, optionally substituted by C_{1-10} -alkyl, C_{1-10} -alkoxy, halogen, $-SCH_3$ or NO_2 ,

pyrazine, optionally substituted by C_{1-10} -alkyl, C_{1-10} -alkoxy, halogen, $-SCH_3$ or NO_2 ,

pyrimidine, optionally substituted by C_{1-10} -alkyl, C_{1-10} -alkoxy, halogen, $-SCH_3$ or NO_2 ,

benzodioxane, optionally substituted by C_{1-10} -alkyl, C_{1-10} -alkoxy, halogen, $-SCH_3$ or NO_2 ,

benzopyridine, optionally substituted by C_{1-10} -alkyl, one C_{1-10} -alkoxy, halogen, $-SCH_3$ or

NO_2 ,

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Amendment After Final dated February 14, 2008

or

benzothiazole, optionally substituted by, C₁₋₁₀ alkyl C₁₋₁₀ alkoxy, halogen, -SCH₃ or NO₂.